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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
:
: Chapter 11
:
: Case No. 08-13555 (JPM)
:
: Jointly Administered
Debtors. :
----- x

**SECOND AMENDED VERIFIED STATEMENT OF
PAUL, WEISS, RIFKIND, WHARTON & GARRISON, LLP
PURSUANT TO BANKRUPTCY RULE 2019(a)**

Paul, Weiss, Rifkind, Wharton & Garrison LLP, ("Paul, Weiss"), as attorneys for the entities listed on Exhibit A hereto (collectively, the "Entities"), in connection with the above-captioned chapter 11 cases of Lehman Brothers Holdings, Inc. and related subsidiaries and affiliates including Lehman Brothers, Inc. (collectively, the "Debtors"), makes the following second amended statement pursuant to Rule 2019(a) of the Federal Rules of Bankruptcy Procedure (the "Statement"). This Statement amends the *Amended Verified Statement of Paul, Weiss, Rifkind, Wharton & Garrison, LLP Pursuant to Bankruptcy Rule 2019(a)* [Dkt. No. 5796] filed on November 11, 2009.

1. Paul, Weiss is counsel to the Entities in the above-captioned cases. The address for Paul, Weiss for purposes of this Statement is 1285 Avenue of the Americas, New York, NY 10019-6064.

2. The mailing address for each of the Entities is listed on Exhibit A hereto.

3. Each of the Entities may hold claims against and/or interests in the Debtors arising out of applicable agreements, law or equity pursuant to their relationship with the Debtors.

4. The specific nature and amounts of the claims held by the Entities are, and will be, set forth in proofs of claims filed against the Debtors' estates.

5. The following are the facts and circumstances in connection with Paul, Weiss' employment in these cases. Paul, Weiss represented most of the Entities prior to the Debtors' chapter 11 cases, while certain Entities are being represented by Paul, Weiss for the first time. Each of the Entities separately requested that Paul, Weiss represent them in connection with the Debtors' chapter 11 cases. Paul, Weiss also represents the Entities on matters unrelated to the Debtors' chapter 11 cases.

6. The Entities may hold claims against and/or interests in the Debtors' estates in addition to those disclosed herein that do not fall within the scope of Paul, Weiss' representation of such Entities.

7. Paul, Weiss also represents or advises, or may have represented or advised other parties in interest with respect to the cases that have not been included in the Statement because the parties that Paul, Weiss represents do not currently intend to appear in the cases or such representations have been concluded. These parties in interest include commercial and investment banks, private equity and hedge funds, and other financial institutions, exchanges, and clearing organizations that are parties to various agreements with the Debtors.

8. Paul, Weiss has provided, and may continue to provide, certain legal services to the Debtors. With respect to such services, Paul, Weiss has prepetition and may have post-petition claims against the Debtors.

9. Paul, Weiss will supplement this Statement as necessary.

Dated: New York, New York
December 17, 2010

PAUL, WEISS, RIFKIND, WHARTON &
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By: /s/ STEPHEN J. SHIMSHAK
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I, Stephen J. Shimshak, declare under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the facts set forth in the foregoing Statement are true and correct to the best of my knowledge, information and belief.

By: /s/ STEPHEN J. SHIMSHAK
Stephen J. Shimshak

Executed this 17 day of
December, 2010.

EXHIBIT A

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